

***GREENBRIER***  
***LEASING COMPANY LLC***

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

August 18, 2011

RECORDATION # 29692-A FILED

AUG 24 '11 -9 55 AM

VIA FEDERAL EXPRESS

SURFACE TRANSPORTATION BOARD

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of an Amendment to Memorandum of Lease Agreement dated effective December 21, 2010 for Schedule No. 1 dated November 1, 2009, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated November 1, 2009, which was duly filed and recorded on March 22, 2011 and assigned Recordation Number 29692.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Teck Metals Ltd.  
PO Box 1000  
25 Aldridge Avenue  
Trail, B.C. V1R 4L8  
CANADA

A description of the railroad equipment covered by the enclosed document is:

Ninety (90) used 52-foot, 100-ton gondola railcars designed to 286,000 lbs. GRL, bearing marks and numbers in the AOKX 43001 through AOKX 43090 series as more particularly set forth in the schedule attached to the document.

Section Chief  
Surface Transportation Board  
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Please return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed document to appear in the Board's Index is:

Amendment dated as of December 21, 2010 to Memorandum of Lease  
Agreement for Schedule No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

AUG 24 '11 -9 55 AM

SURFACE TRANSPORTATION BOARD

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***AMENDMENT EFFECTIVE DECEMBER 21, 2010***

***TO***

***MEMORANDUM OF LEASE***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***TECK METALS LTD. ("LESSEE")***

***NOVEMBER 1, 2009***

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Amendment dated as of December 21, 2010 to Memorandum of Lease made and entered into as of November 1, 2009 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Teck Metals Ltd., a Canadian federal corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of forty (40) used 52-foot, 100-ton gondola railcars bearing marks and numbers as set forth in the Lease Memorandum; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease by adding fifty (50) additional 52-foot, 100-ton gondola railcars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ninety (90) 52-foot, 100-ton gondola railcars bearing marks and numbers as set forth in the Amended Rail Equipment List attached hereto as Exhibit A.

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

TECK METALS LTD.

BY: 

BY: 

NAME: J. F. Sharpe

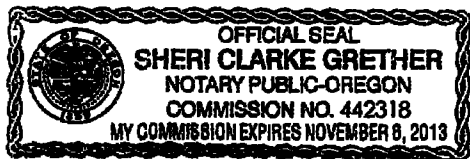
NAME: HAROLD TODD

TITLE: President

TITLE: PURCHASING MANAGER

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 16<sup>th</sup> day of August, 2011, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: November 8, 2013

PROVINCE OF BRITISH COLUMBIA )  
 ) ss.  
 )

On this 29<sup>th</sup> day of July, 2011, before me personally appeared Harold G. Todd, to me personally known, who being by me duly sworn, says that s/he is the Purchasing Manager of Teck Metals Ltd. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

[Signature]  
NOTARY PUBLIC  
My commission expires: Does not expire

LILINA T. LYSENKO  
Barrister & Solicitor  
P.O. Box 1239, 100 - 1945 MAIN ST.  
FRUITVALE, BC V0G 1L0  
TEL: 250-367-7403 Fax: 250-367-7406

**EXHIBIT A****AMENDED RAIL EQUIPMENT LIST**

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	43001	AOKX	43026	AOKX	43051	AOKX	43076
AOKX	43002	AOKX	43027	AOKX	43052	AOKX	43077
AOKX	43003	AOKX	43028	AOKX	43053	AOKX	43078
AOKX	43004	AOKX	43029	AOKX	43054	AOKX	43079
AOKX	43005	AOKX	43030	AOKX	43055	AOKX	43080
AOKX	43006	AOKX	43031	AOKX	43056	AOKX	43081
AOKX	43007	AOKX	43032	AOKX	43057	AOKX	43082
AOKX	43008	AOKX	43033	AOKX	43058	AOKX	43083
AOKX	43009	AOKX	43034	AOKX	43059	AOKX	43084
AOKX	43010	AOKX	43035	AOKX	43060	AOKX	43085
AOKX	43011	AOKX	43036	AOKX	43061	AOKX	43086
AOKX	43012	AOKX	43037	AOKX	43062	AOKX	43087
AOKX	43013	AOKX	43038	AOKX	43063	AOKX	43088
AOKX	43014	AOKX	43039	AOKX	43064	AOKX	43089
AOKX	43015	AOKX	43040	AOKX	43065	AOKX	43090
AOKX	43016	AOKX	43041	AOKX	43066	<b>Total</b>	<b>90 Cars</b>
AOKX	43017	AOKX	43042	AOKX	43067		
AOKX	43018	AOKX	43043	AOKX	43068		
AOKX	43019	AOKX	43044	AOKX	43069		
AOKX	43020	AOKX	43045	AOKX	43070		
AOKX	43021	AOKX	43046	AOKX	43071		
AOKX	43022	AOKX	43047	AOKX	43072		
AOKX	43023	AOKX	43048	AOKX	43073		
AOKX	43024	AOKX	43049	AOKX	43074		
AOKX	43025	AOKX	43050	AOKX	43075		